

489.1014 Restrictions on approval of mergers, conversions, and domestications.

1. If a member of a constituent, converting, or domesticating limited liability company will have personal liability with respect to a surviving, converted, or domesticated organization, approval or amendment of a plan of merger, conversion, or domestication is ineffective without the consent of the member, unless all of the following apply:

a. The company's operating agreement provides for approval of a merger, conversion, or domestication with the consent of fewer than all the members.

b. The member has consented to the provision of the operating agreement.

2. A member does not give the consent required by [subsection 1](#) merely by consenting to a provision of the operating agreement that permits the operating agreement to be amended with the consent of fewer than all the members.

[2008 Acts, ch 1162, §84, 155](#)

Referred to in [§489.110](#), [§489.1003](#), [§489.1007](#), [§489.1011](#)